

Will Slattery  
Vice President  
Listing Qualifications

July 30, 2019

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on July 30, 2019, The Nasdaq Stock Market (the "Exchange") received from Chemical Financial Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Depository Shares, each representing a 1/1,000<sup>th</sup> interest in a share  
of 5.70% Series C Non-Cumulative Perpetual Preferred Stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

A handwritten signature in black ink that reads 'William Slattery'.